

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS

FILED
U.S. DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
FELT DIVISION
ORIGINAL
2001 OCT 26 PM 1:05

FRESH KIST PRODUCE, LLC.,)

Plaintiff,)

v.)

METRO BROKERAGE &)

DISTRIBUTING, INC., MICHAEL W.)

SHEID, in his individual capacity, and)

JANICE M. SHEID, in her individual)

capacity,)

Defendants.)

CLERK OF COURT
4-01 CV-0862-A
Case No.

COMPLAINT

For its complaint, Plaintiff respectfully states as follows:

THE PARTIES

1. Fresh Kist Produce, LLC (the "Plaintiff"), has offices in Salinas, California.
2. Plaintiff sells wholesale quantities of perishable agricultural commodities ("Produce") in interstate commerce.
3. Defendants are:
 - a) Metro Brokerage & Distributing, Inc. (the "Company"), a "dealer" under the Perishable Agricultural Commodities Act, 1930, 7 U.S.C. §§ 499a-499t (2000 & Supp. 2001) (the "PACA"), and a purchaser of Produce in wholesale or jobbing quantities;
 - b) Michael W. Sheid, in his individual capacity; and
 - c) Janice M. Sheid, in her individual capacity.

Michael W. Sheid and Janice M. Sheid are collectively referred to herein as the "Principals." The

Company and the Principals are collectively referred to herein as the “Defendants.”

JURISDICTION AND VENUE

4. The District Court has jurisdiction over this civil action arising under § 5(c)(4) of the PACA, 7 U.S.C. § 499e(c)(4), pursuant to 28 U.S.C. § 1331. The Court has supplemental jurisdiction over Plaintiff’s other claims pursuant to 28 U.S.C. § 1367(a).

5. Venue in this District is based on 28 U.S.C. § 1391(b) because a substantial part of the events or omissions giving rise to Plaintiff’s claims occurred in this district and a substantial part of the property that is the subject of this action is situated in this district.

FACTUAL ALLEGATIONS

6. Plaintiff sold to the Defendants, and Defendants purchased from Plaintiff, Produce having a principal value in the amount of \$62,517.25.

7. The Produce identified above was sold pursuant to the invoices attached hereto as Group Exhibit A.

8. The Defendants received from the Plaintiff the invoices included in Group Exhibit A.

9. The Defendants received and accepted the Produce identified in the invoices attached as Group Exhibit A.

10. The Defendants failed to pay for the Produce despite repeated written demands.

11. The Plaintiff is an unpaid supplier or seller of Produce having sold Produce to the Defendants for which it remains unpaid.

12. The Plaintiff operates its business under a valid PACA License issued by the United States Department of Agriculture (the “USDA”).

13. Pursuant to the PACA 7 U.S.C. § 499e(c), the Plaintiff is a beneficiary of a statutory trust res designed as a fund from which it can be assured payment. The trust became effective at the

time the Defendants first began accepting shipments of Produce.

COUNT I.

ENFORCEMENT OF THE PACA TRUST

7 U.S.C. § 499e(c)(4)

COMPANY and PRINCIPALS

14. Plaintiff realleges paragraphs 1 through 13.

15. The Defendants are in possession, custody and control of PACA trust assets for the benefit of Plaintiff and other similarly situated PACA trust beneficiaries.

16. The Defendants failed to pay Plaintiff from the PACA trust assets for the shipments of Produce referenced in paragraph 7.

17. The Defendants failed to maintain sufficient trust assets to fully satisfy all qualified PACA trust claims such as the Plaintiff's unpaid claims asserted in this action.

18. As a direct result of the Defendants' failure to properly protect the PACA trust assets from dissipation, Plaintiff suffered damages which are covered under the PACA trust in the current amount of \$68,767.25.

19. Plaintiff seeks the entry of an Order directing the Defendants to immediately turn over to the Plaintiff, as beneficiary of the trust, an amount of the PACA trust res equal to the sum of \$68,767.25.

COUNT II.

BREACH OF CONTRACT

COMPANY

20. Plaintiff realleges paragraphs 1 through 13.

21. Plaintiff and the Company entered into contracts under which Plaintiff agreed to sell

the Produce and the Company agreed to purchase the Produce, each of which are referenced in paragraphs 6 and 7 above.

22. The Defendants failed to pay for each shipment of Produce in the aggregate amount of \$68,767.25.

23. Plaintiff seeks entry of an Order directing the Company to immediately pay the current sum of \$68,767.25 to the Plaintiff.

COUNT III.

BREACH OF FIDUCIARY DUTY TO PACA TRUST BENEFICIARIES

PRINCIPALS

24. Plaintiff realleges paragraphs 1 through 13.

25. At all times relevant to this action, each of the Principals were officers and persons in charge of all aspects of the Company's business undertakings.

26. At all times relevant to this action, each of the Principals was a "dealer," engaged in the business of buying or selling Produce in interstate commerce under a PACA license issued by the USDA.

27. The Principals controlled and managed the Company's operations and had control over its financial dealings, including those involving the PACA trust assets.

28. The Principals had full knowledge and responsibility for the handling of the Company's PACA trust undertakings.

29. As the officers of the Company, the Principals were the statutory trustees of Plaintiff's PACA trust assets and was required to maintain the trust assets in such a manner as to ensure there are, at all times, sufficient trusts assets to satisfy all outstanding PACA trust obligations such as that owed to Plaintiff.

30. Because Plaintiff's invoices and those of other qualified PACA trust beneficiaries have not been paid from PACA trust assets as their bills fell due, Plaintiff has reason to believe the Principals dissipated the PACA, trust or transferred trust assets to entities having claims which are subordinate to the Plaintiff's claims, to the detriment of the Plaintiff and all other equally situated and properly qualified PACA trust beneficiaries.

31. The Principals continue to hold any and all PACA Trust assets having come into their individual possession as trustees for Plaintiff's beneficial interest in the PACA Trust.

32. The Principals are personally liable to Plaintiff, which liability is joint and several with the Company and any third parties having received any PACA trust assets with actual or constructive notice of the breach of the PACA Trust, for the dissipation of the PACA trust to the extent of \$68,767.25, to be satisfied from the Principals' personal assets.

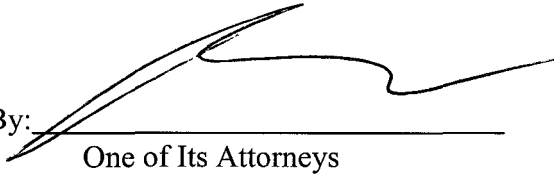
FOR THESE REASONS, Plaintiff seeks the entry of an Order providing as follows:

- A) Declaring the Defendants to be holding the above described PACA trust assets as Trustee for the sole and exclusive benefit of Plaintiff and other qualified PACA trust beneficiaries;
- B) As to Count I, directing the Defendants to assign, transfer, deliver and turn over to Plaintiff, or a designated escrow agent, all of the above described PACA trust assets sufficient to allow liquidation of such assets to the extent necessary to replenish the PACA trust to a sufficient level to satisfy any and all qualified PACA trust claims;
- C) As to Count I, entering a Final Judgment in favor of Plaintiff and against the Defendants, on a joint and several basis, in the current amount of \$68,767.25, less any actual recovery on other Counts herein;
- D) As to Count II, entering a Final Judgment in favor of Plaintiff and against the Company, in the current amount of \$68,767.25, less any actual recovery on other Counts herein;

- E) As to Count III, entering a final judgment in favor of Plaintiff and against the Principals, on a joint and several basis, for breach of their fiduciary duties to the PACA trust, in the current amount of \$68,767.25, less any actual recovery on other Counts herein; and
- F) Providing such other and further relief as the Court deems appropriate upon consideration of this matter.

Respectfully submitted,

FRESH KIST PRODUCE, LLC.

By: 
One of Its Attorneys

Carrie R. Mitchell, Esq.
BROUSSEAU & ASSOCIATES
Two Turtle Creek Village
3838 Oak Lawn Avenue, Suite 900
Dallas, Texas 75219-4510
Tel: 214/220-1220

Co-Counsel:

Michael J. Keaton, Esq.
David M. Bagdade, Esq.
KEATON & ASSOCIATES, P.C.
751 Roosevelt Road, Suite 220
Glen Ellyn, Illinois 60137
Tel: 630/942-9800

GROUP EXHIBIT A

Sheet1

PACA TRUST CHART

Claimant: Fresh Kist Produce
Date: 10/25/01

Debtor: Metro Brokerage & Distributing, Inc.
Terms: Net 10 days + collection costs

INVOICE NUMBER	DATE OF TRANSACTION	PAYMENT DUE	NOTICE DATE	ELAPSED DAYS	INVOICE AMOUNT	TRUST AMOUNT
146236	08/21/01	08/31/01	08/21/01	0	\$ 1,508.00	\$ 1,508.00
147255	08/27/01	09/06/01	08/27/01	0	\$ 2,726.50	\$ 2,726.50
147256	08/29/01	09/08/01	08/29/01	0	\$ 2,952.25	\$ 2,952.25
147512	08/31/01	09/10/01	08/31/01	0	\$ 5,053.50	\$ 5,053.50
147808	09/04/01	09/14/01	09/04/01	0	\$ 3,920.00	\$ 3,920.00
148205	09/06/01	09/16/01	09/06/01	0	\$ 6,695.00	\$ 6,695.00
148216	09/11/01	09/21/01	09/11/01	0	\$ 5,570.25	\$ 5,570.25
148669	09/14/01	09/24/01	09/14/01	0	\$ 3,195.50	\$ 3,195.50
148695	09/14/01	09/24/01	09/14/01	0	\$ 4,020.00	\$ 4,020.00
149015	09/17/01	09/27/01	09/17/01	0	\$ 1,992.50	\$ 1,992.50
149426	09/21/01	10/01/01	09/21/01	0	\$ 4,245.50	\$ 4,245.50
149757	09/24/01	10/04/01	09/24/01	0	\$ 2,075.00	\$ 2,075.00
150112	09/29/01	10/09/01	09/29/01	0	\$ 2,916.00	\$ 2,916.00
150144	10/02/01	10/12/01	10/02/01	0	\$ 2,585.50	\$ 2,585.50
150855	10/04/01	10/14/01	10/04/01	0	\$ 4,965.00	\$ 4,965.00
150897	10/09/01	10/19/01	10/09/01	0	\$ 1,913.25	\$ 1,913.25
151338	10/10/01	10/20/01	10/10/01	0	\$ 2,590.00	\$ 2,590.00
151339	10/13/01	10/23/01	10/13/01	0	\$ 840.50	\$ 840.50
151914	10/18/01	10/28/01	10/18/01	0	\$ 2,753.00	\$ 2,753.00
* Collection Costs						\$ 6,250.00
TOTALS					\$ 62,517.25	\$ 68,767.25

* Collection costs are calculated through date above



PRODUCE, LLC.

R04 INVOICE NO. 146236 1
 FOB SALE
 INVOICE DATE 8/21/01
 SALES ORDER NO. 146236

P.O. BOX 3617
 SALINAS, CA 93912
 (831) 775-1000
 FAX: (831) 757-2357

SOLD TO: 010850 00-00

SHIPPED TO: METRO 0

METRO BROKERAGE & DIST., INC.
 2000 GERALD LANE
 ARLINGTON TX 76001

METRO BROKERAGE & DIST., INC.
 DALLAS TX

P.O. NUMBER	BROKER	DATE SHIPPED	DUE DATE
		8/21/01	08/31/01
SOLD BY	DESTINATION	SHIPPED VIA	TERMS
GARY MCCONKEY	DALLAS TX	ROSE CUTY	NET 10 DAYS

QTY	UOM	DESCRIPTION	LOADED PRICE	AMOUNT
ALL SALES FOB NO GRADE CONTRACT WITH GOOD DELIVERY STANDARDS APPLYING EXCLUDING BRUISING AND/OR DISCOLORATION FOLLOWING BRUISING. IN ADDITION, ALSO EXCLUDED FROM THIS CONTRACT ARE ALL EFFECTS RELATED TO FREEZE DAMAGE.				
12	96 CTN	CAULIFLOWER 9 JC	4.8125	\$462.00
	1-EA	OTHER INSPECTION	67.0000	\$67.00-
11	84 CTN	GREEN LEAF LINER 24 CB	13.2500	\$1,113.00

180

INVOICE TOTAL \$1,508.00

<<< FULL PAYMENT PROMPTLY, ACCORDING TO USDA REGULATIONS >>>

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5C of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C. 1495(a)(5)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

In the event legal action is commenced to collect the sum due under this invoice, the prevailing party shall be entitled to recover from the other party its costs and a reasonable attorney's fee incurred thereby, in addition to any other damages allowed by law.

REMIT TO:

FRESH KIST PRODUCE, LLC.
 P.O. BOX 3617
 SALINAS, CA 93912
 (831) 757-0891

THIS INVOICE REPRESENTS OUR UNDERSTANDING OF THE TRANSACTION AS ORIGINALLY CONSUMMATED. WIRE ANY CONTRACTUAL DISCREPANCIES UPON ITS RECEIPT. THEREAFTER, WE WILL ASSUME YOU CONSIDER IT CORRECT.

<< PLEASE MAKE CHECK PAYABLE TO
 FRESH KIST PRODUCE LLC.



PRODUCE, LLC.

R02 INVOICE NO. 147255 1
 FOB SALE
 INVOICE DATE 8/27/01
 SALES ORDER NO. 147255

P.O. BOX 3617
 SALINAS, CA 93912
 (831) 775-1000
 FAX: (831) 757-2367

SOLD TO: 010850 00-00 SHIPPED TO: METRO 0

METRO BROKERAGE & DIST., INC.
 2000 GERALD LANE
 ARLINGTON TX 76001

METRO BROKERAGE & DIST., INC.
 DALLAS TX

PO NUMBER	BROKER	DATE SHIPPED	DUPLICATE
		8/27/01	09/06/01
SOLD BY	DESTINATION	SHIPPED VIA	TERMS
GARY MCCONKEY	DALLAS TX	FRANCIS	NET 10 DAYS

QTY UOM DESCRIPTION LOADED PRICE AMOUNT

ALL SALES FOB NO GRADE CONTRACT WITH GOOD DELIVERY
 STANDARDS APPLYING EXCLUDING BRUISING AND/OR DISCOLORATION
 FOLLOWING BRUISING. IN ADDITION, ALSO EXCLUDED FROM THIS
 CONTRACT ARE ALL EFFECTS RELATED TO FREEZE DAMAGE.

11	140	CTN ROMAINE LINER 24 FK	14.7500	\$2,065.00
11	42	CTN GREEN LEAF 24 CB	15.7500	\$661.50

182

INVOICE TOTAL \$2,726.50

<<< FULL PAYMENT PROMPTLY, ACCORDING TO USDA REGULATIONS >>>

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by section 5c of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C. 1930(a)(1)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

In the event legal action is commenced to collect the sum due under this invoice, the prevailing party shall be entitled to recover from the other party its costs and a reasonable attorney's fee incurred thereby, in addition to any other damages allowed by law.

REMIT TO:

FRESH KIST PRODUCE, LLC.
 P.O. BOX 3617
 SALINAS, CA 93912
 (831) 757-0891

THIS INVOICE REPRESENTS OUR UNDERSTANDING OF THE
 TRANSACTION AS ORIGINALLY CONSUMMATED. WIRE ANY
 CONTRACTUAL DISCREPANCIES UPON ITS RECEIPT. THEREAFTER,
 WE WILL ASSUME YOU CONSIDER IT CORRECT.

<< PLEASE MAKE CHECK PAYABLE TO
 FRESH KIST PRODUCE LLC.



PRODUCE, LLC.

R02 INVOICE NO. 147256 1
 FOB SALE
 INVOICE DATE 8/29/01
 SALES ORDER NO. 147256

P.O. BOX 3617
 SALINAS, CA 93912
 (831) 775-1000
 FAX: (831) 757-2357

SOLD TO: 010850 00-00

SHIPPED TO: METRO 0

METRO BROKERAGE & DIST., INC.
 2000 GERALD LANE
 ARLINGTON TX 76001

METRO BROKERAGE & DIST., INC.
 DALLAS TX

P.O. NUMBER	BROKER	DATE SHIPPED	DUE DATE
		8/29/01	09/08/01
SOLE BY	DESTINATION	SHIPPED VIA	TERMS
GARY MCCONKEY	DALLAS TX	ROSECITY T	NET 10 DAYS

QTY	UOM	DESCRIPTION	LOADED PRICE	AMOUNT
ALL SALES FOB NO GRADE CONTRACT WITH GOOD DELIVERY STANDARDS APPLYING EXCLUDING BRUISING AND/OR DISCOLORATION FOLLOWING BRUISING. IN ADDITION, ALSO EXCLUDED FROM THIS CONTRACT ARE ALL EFFECTS RELATED TO FREEZE DAMAGE.				
11	175 CTN	ROMAINE LINER 24 FK	10.7500	\$1,881.25
11	84 CTN	GREEN LEAF 24 CB	12.7500	\$1,071.00

259

INVOICE TOTAL \$2,952.25

<<< FULL PAYMENT PROMPTLY, ACCORDING TO USDA REGULATIONS >>>

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 4C of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C. 482(a)(1)). The seller of these commodities retains a trust claim over these commodities, all inventories of seed or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

In the event legal action is commenced to collect the sum due under this invoice, the prevailing party shall be entitled to recover from the other party its costs and a reasonable attorney's fee incurred thereby, in addition to any other damages allowed by law.

REMIT TO:

FRESH KIST PRODUCE, LLC.
 P.O. BOX 3617
 SALINAS, CA 93912
 (831) 757-0891

THIS INVOICE REPRESENTS OUR UNDERSTANDING OF THE TRANSACTION AS ORIGINALLY CONSUMMATED. WIRE ANY CONTRACTUAL DISCREPANCIES UPON ITS RECEIPT. THEREAFTER, WE WILL ASSUME YOU CONSIDER IT CORRECT.

<< PLEASE MAKE CHECK PAYABLE TO
 FRESH KIST PRODUCE LLC.



PRODUCE, LLC.

R02

INVOICE NO.

147512
FOB SALE

1

P.O. BOX 3617
SALINAS, CA 93912
(831) 775-1000
FAX: (831) 757-2357

INVOICE DATE

8/31/01

SALES ORDER NO.

147512

SOLD TO:

010850 00-00

SHIPPED TO:

METRO 0

METRO BROKERAGE & DIST., INC.
2000 GERALD LANE
ARLINGTON TX 76001METRO BROKERAGE & DIST., INC.
DALLAS TX

P.O. NUMBER	BROKER	DATE SHIPPED	DUE DATE
		8/31/01	09/10/01
SOLD BY	DESTINATION	SHIPPED VIA	TERMS
GARY MCCONKEY	DALLAS TX	ROSE CITY	NET 10 DAYS

QTY	UOM	DESCRIPTION	LOADED PRICE	AMOUNT
ALL SALES FOB NO GRADE CONTRACT WITH GOOD DELIVERY STANDARDS APPLYING EXCLUDING BRUISING AND/OR DISCOLORATION FOLLOWING BRUISING. IN ADDITION, ALSO EXCLUDED FROM THIS CONTRACT ARE ALL EFFECTS RELATED TO FREEZE DAMAGE.				
11	288 CTN	BROCCOLI CROWN 20# PSAL	6.5000	\$1,872.00
11	280 CTN	ROMAINE LINER 24 FK	9.7500	\$2,730.00
11	42 CTN	GREEN LEAF LINER 24 FK	10.7500	\$451.50

610

INVOICE TOTAL \$5,053.50

<<< FULL PAYMENT PROMPTLY, ACCORDING TO USDA REGULATIONS >>>

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 6C of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C. 630(a)(6)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

In the event legal action is commenced to collect the sum due under this invoice, the prevailing party shall be entitled to recover from the other party its costs and a reasonable attorney's fee incurred thereby, in addition to any other damages allowed by law.

REMIT TO:

FRESH KIST PRODUCE, LLC.
P.O. BOX 3617
SALINAS, CA 93912
(831) 757-0891

THIS INVOICE REPRESENTS OUR UNDERSTANDING OF THE TRANSACTION AS ORIGINALLY CONSUMMATED. WIRE ANY CONTRACTUAL DISCREPANCIES UPON ITS RECEIPT. THEREAFTER, WE WILL ASSUME YOU CONSIDER IT CORRECT.

<< PLEASE MAKE CHECK PAYABLE TO
FRESH KIST PRODUCE LLC.



PRODUCE, LLC.

R01

INVOICE NO.

147808
FOB SALE

1

P.O. BOX 3617
SALINAS, CA 93912
(831) 775-1000
FAX: (831) 757-2357

INVOICE DATE

9/04/01

SALES ORDER NO.

147808

SOLD TO:

010850 00-00

SHIPPED TO:

METRO 0

METRO BROKERAGE & DIST., INC.
2000 GERALD LANE
ARLINGTON TX 76001METRO BROKERAGE & DIST., INC.
DALLAS TX

P.O. NUMBER	BROKER	DATE SHIPPED	DUE DATE
		9/04/01	09/14/01
SOLD BY	DESTINATION	SHIPPED VIA	TERMS
GARY MCCONKEY	DALLAS TX	ROSE CITY	NET 10 DAYS

QTY UOM DESCRIPTION

LOADED
PRICE

AMOUNT

ALL SALES FOB NO GRADE CONTRACT WITH GOOD DELIVERY
STANDARDS APPLYING EXCLUDING BRUISING AND/OR DISCOLORATION
FOLLOWING BRUISING. IN ADDITION, ALSO EXCLUDED FROM THIS
CONTRACT ARE ALL EFFECTS RELATED TO FREEZE DAMAGE.

12	280	CTN	ROMAINE LINER 24 FK	8.7500	\$2,450.00
	168	CTN	GREEN LEAF LINER 24 FK	8.7500	\$1,470.00

448

INVOICE TOTAL \$3,920.00

<<< FULL PAYMENT PROMPTLY, ACCORDING TO USDA REGULATIONS >>>

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5C of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C. 499(e)(c)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

In the event legal action is commenced to collect the sum due under this invoice, the prevailing party shall be entitled to recover from the other party its costs and a reasonable attorney's fee incurred thereby, in addition to any other damages allowed by law.

REMIT TO:

FRESH KIST PRODUCE, LLC.
P.O. BOX 3617
SALINAS, CA 93912
(831) 757-0891

THIS INVOICE REPRESENTS OUR UNDERSTANDING OF THE
TRANSACTION AS ORIGINALLY CONSUMMATED. WIRE ANY
CONTRACTUAL DISCREPANCIES UPON ITS RECEIPT. THEREAFTER,
WE WILL ASSUME YOU CONSIDER IT CORRECT.

<< PLEASE MAKE CHECK PAYABLE TO
FRESH KIST PRODUCE LLC.



PRODUCE, LLC.

R02

INVOICE NO.

148205
FOB SALE

1

P.O. BOX 3617
SALINAS, CA 93912
(831) 775-1000
FAX: (831) 757-2357

INVOICE DATE

9/06/01

SALES ORDER NO.

148205

SOLD TO:

010850 00-00

SHIPPED TO:

METRO 0

METRO BROKERAGE & DIST., INC.
2000 GERALD LANE
ARLINGTON TX 76001METRO BROKERAGE & DIST., INC.
DALLAS TX

P.O. NUMBER	BROKER	DATE SHIPPED	DUE DATE
		9/06/01	09/16/01
SOLD BY	DESTINATION	SHIPPED VIA	TERMS
GARY MCCONKEY	DALLAS TX	FRANCIS TR	NET 10 DAYS

QTY	UOM	DESCRIPTION	LOADED PRICE	AMOUNT
ALL SALES FOB NO GRADE CONTRACT WITH GOOD DELIVERY STANDARDS APPLYING EXCLUDING BRUISING AND/OR DISCOLORATION FOLLOWING BRUISING. IN ADDITION, ALSO EXCLUDED FROM THIS CONTRACT ARE ALL EFFECTS RELATED TO FREEZE DAMAGE.				
11	1	CTN BBY SPNCH 4# OP *sample*	.0000	\$0.00
11	200	CTN LETTUCE PLTZ / LINER 24 FK	17.7500	\$3,550.00
11	288	CTN BROCCOLI CROWN 20# PSAL	5.2500	\$1,512.00
11	96	CTN CELERY 24 FK	4.2500	\$408.00
11	140	CTN ROMAINE LINER 24 FK	8.7500	\$1,225.00

725

INVOICE TOTAL \$6,695.00

<<< FULL PAYMENT PROMPTLY, ACCORDING TO USDA REGULATIONS >>>

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 50 of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C. 499(a)(1)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

In the event legal action is commenced to collect the sum due under this invoice, the prevailing party shall be entitled to recover from the other party its costs and a reasonable attorney's fee incurred thereby, in addition to any other damages allowed by law.

REMIT TO:

FRESH KIST PRODUCE, LLC.
P.O. BOX 3617
SALINAS, CA 93912
(831) 757-0891

THIS INVOICE REPRESENTS OUR UNDERSTANDING OF THE TRANSACTION AS ORIGINALLY CONSUMMATED. WIRE ANY CONTRACTUAL DISCREPANCIES UPON ITS RECEIPT. THEREAFTER, WE WILL ASSUME YOU CONSIDER IT CORRECT.

<< PLEASE MAKE CHECK PAYABLE TO
FRESH KIST PRODUCE LLC.



PRODUCE, LLC.

R01 INVOICE NO. 148216 1
 FOB SALE
 INVOICE DATE 9/11/01
 SALES ORDER NO. 148216

P.O. BOX 3617
 SALINAS, CA 93812
 (831) 775-1000
 FAX: (831) 757-2357

SOLD TO: 010850 00-00 SHIPPED TO: METRO 0

METRO BROKERAGE & DIST., INC.
 2000 GERALD LANE
 ARLINGTON TX 76001

METRO BROKERAGE & DIST., INC.
 DALLAS TX

P.O. NUMBER	BROKER	DATE SHIPPED	DUE DATE
		9/11/01	09/21/01
SOLD BY	DESTINATION	SHIPPED VIA	TERMS
GARY MCCONKEY	DALLAS TX	ROSE CITY	NET 10 DAYS

QTY	UOM	DESCRIPTION	LOADED PRICE	AMOUNT
ALL SALES FOR NO GRADE CONTRACT WITH GOOD DELIVERY STANDARDS APPLYING EXCLUDING BRUISING AND/OR DISCOLORATION FOLLOWING BRUISING. IN ADDITION, ALSO EXCLUDED FROM THIS CONTRACT ARE ALL EFFECTS RELATED TO FREEZE DAMAGE.				
11	200	CTN LETTUCE PLTZ / LINER 24 FK	16.7500	\$3,350.00
11	32	CTN CELERY 24 FK	4.7500	\$152.00
11	32	CTN CELERY 30 FK	4.7500	\$152.00
11	105	CTN ROMAINE LINER 24 FK	7.7500	\$813.75
11	126	CTN GREEN LEAF LINER 24 FK	8.7500	\$1,102.50

495

INVOICE TOTAL \$5,570.25

<<< FULL PAYMENT PROMPTLY, ACCORDING TO USDA REGULATIONS >>>

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by section 5C of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C. 499(a)(6)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

In the event legal action is commenced to collect the sum due under this invoice, the prevailing party shall be entitled to recover from the other party its costs and a reasonable attorney's fee incurred thereby, in addition to any other damages allowed by law.

REMIT TO:

FRESH KIST PRODUCE, LLC.
 P.O. BOX 3617
 SALINAS, CA 93912
 (831) 757-0891

THIS INVOICE REPRESENTS OUR UNDERSTANDING OF THE TRANSACTION AS ORIGINALLY CONSUMMATED. WIRE ANY CONTRACTUAL DISCREPANCIES UPON ITS RECEIPT. THEREAFTER, WE WILL ASSUME YOU CONSIDER IT CORRECT.

<< PLEASE MAKE CHECK PAYABLE TO
 FRESH KIST PRODUCE LLC.



PRODUCE, LLC.

R02 INVOICE NO. 148669 1
 FOB SALE
 INVOICE DATE 9/14/01
 SALES ORDER NO. 148669

P.O. BOX 3617
 SALINAS, CA 93912
 (831) 775-1000
 FAX: (831) 757-2357

SOLD TO: 010850 00-00

SHIPPED TO: METRO 0

METRO BROKERAGE & DIST., INC.
 2000 GERALD LANE
 ARLINGTON TX 76001

METRO BROKERAGE & DIST., INC.
 DALLAS TX

P.O. NUMBER	BROKER	DATE SHIPPED	DUE DATE
		9/14/01	09/24/01
SOLE BY	DESTINATION	SHIPPED VIA	TERMS
GARY MCCONKEY	DALLAS TX	FRANCIS	NET 10 DAYS

QTY	UOM	DESCRIPTION	LOADED PRICE	AMOUNT
ALL SALES FOB NO GRADE CONTRACT WITH GOOD DELIVERY STANDARDS APPLYING EXCLUDING BRUISING AND/OR DISCOLORATION FOLLOWING BRUISING. IN ADDITION, ALSO EXCLUDED FROM THIS CONTRACT ARE ALL EFFECTS RELATED TO FREEZE DAMAGE.				
11	210 CTN	ROMAINE LINER 24 FK	7.7500	\$1,627.50
11	126 CTN	GREEN LEAF 24 OF	6.7500	\$850.50
11	42 CTN	RED LEAF LINER 24 FK	8.7500	\$367.50
11	20 CTN	BABY CELLO SPINACH 4 X 2 1/2 OF	17.5000	\$350.00

398

INVOICE TOTAL \$3,195.50

<<< FULL PAYMENT PROMPTLY, ACCORDING TO USDA REGULATIONS >>>

The perishable Agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 3c of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C. 193(c)). The seller of these commodities retains a trust claim over these commodities. All inventory of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

In the event legal action is commenced to collect the sum due under this invoice, the prevailing party shall be entitled to recover from the other party its costs and a reasonable attorney's fee incurred thereby, in addition to any other damages allowed by law.

REMIT TO:

FRESH KIST PRODUCE, LLC.
 P.O. BOX 3617
 SALINAS, CA 93912
 (831) 757-0891

THIS INVOICE REPRESENTS OUR UNDERSTANDING OF THE TRANSACTION AS ORIGINALLY CONSUMMATED. WIRE ANY CONTRACTUAL DISCREPANCIES UPON ITS RECEIPT. THEREAFTER, WE WILL ASSUME YOU CONSIDER IT CORRECT.

<< PLEASE MAKE CHECK PAYABLE TO
 FRESH KIST PRODUCE LLC.



PRODUCE, LLC.

 R01 INVOICE NO. 148695 1
 FOB SALE

INVOICE DATE 9/14/01

SALES ORDER NO. 148695

 P.O. BOX 3617
 SALINAS, CA 93912
 (831) 775-1000
 FAX: (831) 767-2357

SOLD TO: 010850 00-00

SHIPPED TO: METRO 0

 METRO BROKERAGE & DIST., INC.
 2000 GERALD LANE
 ARLINGTON TX 76001

 METRO BROKERAGE & DIST., INC.
 DALLAS TX

P.O. NUMBER	BROKER	DATE SHIPPED	DUE DATE
		9/14/01	09/24/01
SOLD BY	DESTINATION	SHIPPED VIA	TERMS
GARY MCCONKEY	DALLAS TX	FRANCIS	NET 10 DAYS

QTY UOM DESCRIPTION

LOADED
PRICE

AMOUNT

ALL SALES FOB NO GRADE CONTRACT WITH GOOD DELIVERY
 STANDARDS APPLYING EXCLUDING BRUISING AND/OR DISCOLORATION
 FOLLOWING BRUISING. IN ADDITION, ALSO EXCLUDED FROM THIS
 CONTRACT ARE ALL EFFECTS RELATED TO FREEZE DAMAGE.

12 240 CTN LETTUCE PLTZ / LINER 24 FK 16.7500 \$4,020.00

240

INVOICE TOTAL \$4,020.00

<<< FULL PAYMENT PROMPTLY, ACCORDING TO USDA REGULATIONS >>>

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 50 of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C. 499 (a)(6)). The seller of these commodities retains a trust claim over these commodities, all inventories of seed or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

In the event legal action is commenced to collect the sum due under this invoice, the prevailing party shall be entitled to recover from the other party its costs and a reasonable attorney's fee incurred thereby, in addition to any other damages allowed by law.

REMIT TO:

 FRESH KIST PRODUCE, LLC.
 P.O. BOX 3617
 SALINAS, CA 93912
 (831) 757-0891

THIS INVOICE REPRESENTS OUR UNDERSTANDING OF THE
 TRANSACTION AS ORIGINALLY CONSUMMATED. WIRE ANY
 CONTRACTUAL DISCREPANCIES UPON ITS RECEIPT. THEREAFTER,
 WE WILL ASSUME YOU CONSIDER IT CORRECT.

 << PLEASE MAKE CHECK PAYABLE TO
 FRESH KIST PRODUCE LLC.



R01 INVOICE NO. 149015 1
 FOB SALE
 INVOICE DATE 9/17/01
 SALES ORDER NO. 149015

P.O. BOX 3617
 SALINAS, CA 93912
 (831) 775-1000
 FAX: (831) 757-2357

SOLD TO: 010850 00-00

SHIPPED TO: METRO 0

METRO BROKERAGE & DIST., INC.
 2000 GERALD LANE
 ARLINGTON TX 76001

METRO BROKERAGE & DIST., INC.
 DALLAS TX

P.O. NUMBER	BROKER	DATE SHIPPED	DUE DATE
		9/17/01	09/27/01
SOLD BY	DESTINATION	SHIPPED VIA	TERMS
GARY MCCONKEY	DALLAS TX	FRANCIS TR	NET 10 DAYS

QTY	UOM	DESCRIPTION	LOADED PRICE	AMOUNT
ALL SALES FOR NO GRADE CONTRACT WITH GOOD DELIVERY STANDARDS APPLYING EXCLUDING BRUISING AND/OR DISCOLORATION FOLLOWING BRUISING. IN ADDITION, ALSO EXCLUDED FROM THIS CONTRACT ARE ALL EFFECTS RELATED TO FREEZE DAMAGE.				
11	80 CTN	LETTUCE PLTZ / LINER 24 FK	15.7500	\$1,260.00
11	36 CTN	CAULIFLOWER 16 FK	6.2500	\$225.00
11	70 CTN	ROMAINE LINER 24 FK	7.2500	\$507.50

186

INVOICE TOTAL \$1,992.50

<<< FULL PAYMENT PROMPTLY, ACCORDING TO USDA REGULATIONS >>>

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by section 50 of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C. 495(e)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

In the event legal action is commenced to collect the sum due under this invoice, the prevailing party shall be entitled to recover from the other party its costs and a reasonable attorney's fee incurred thereby, in addition to any other damages allowed by law.

REMIT TO:

FRESH KIST PRODUCE, LLC.
 P.O. BOX 3617
 SALINAS, CA 93912
 (831) 757-0891

THIS INVOICE REPRESENTS OUR UNDERSTANDING OF THE TRANSACTION AS ORIGINALLY CONSUMMATED. WIRE ANY CONTRACTUAL DISCREPANCIES UPON ITS RECEIPT. THEREAFTER, WE WILL ASSUME YOU CONSIDER IT CORRECT.

<< PLEASE MAKE CHECK PAYABLE TO
 FRESH KIST PRODUCE LLC.



PRODUCE, LLC.

 R03 INVOICE NO. 149426 1
 FOB SALE

INVOICE DATE 9/21/01

SALES ORDER NO. 149426

 P.O. BOX 3617
 SALINAS, CA 93912
 (831) 775-1000
 FAX: (831) 757-2357

SOLD TO: 010850 00-00

SHIPPED TO: METRO 0

 METRO BROKERAGE & DIST., INC.
 2000 GERALD LANE
 ARLINGTON TX 76001

 METRO BROKERAGE & DIST., INC.
 DALLAS TX

P.O. NUMBER	BROKER	DATE SHIPPED	DUE DATE
		9/21/01	10/01/01
SOLD BY	DESTINATION	SHIPPED VIA	TERMS
GARY MCCONKEY	DALLAS TX	ROSE CITY	NET 10 DAYS

QTY	UOM	DESCRIPTION	LOADED PRICE	AMOUNT
ALL SALES FOB NO GRADE CONTRACT WITH GOOD DELIVERY STANDARDS APPLYING EXCLUDING BRUISING AND/OR DISCOLORATION FOLLOWING BRUISING. IN ADDITION, ALSO EXCLUDED FROM THIS CONTRACT ARE ALL EFFECTS RELATED TO FREEZE DAMAGE.				
11	70	CTN LETTUCE FLATPACK 24 4 FRESH KIST	7.2500	\$507.50
11	280	CTN LETTUCE PLTZ / LINER 24 FK	7.7500	\$2,170.00
11	56	CTN CAULIFLOWER WRAP 12 BIRDS EYE	9.2500	\$518.00
11	210	CTN ROMAINE LINER 24 FK	5.0000	\$1,050.00
11	1	CTN ROLET 24 FK*SAMPLE*	.0000	\$0.00

617

INVOICE TOTAL \$4,245.50

<<< FULL PAYMENT PROMPTLY, ACCORDING TO USDA REGULATIONS >>>

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5C of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C. 499(a)(1)). The seller of these commodities retains a trust claim over these commodities, all inventory of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

In the event legal action is commenced to collect the sum due under this invoice, the prevailing party shall be entitled to recover from the other party its costs and a reasonable attorney's fee incurred thereby, in addition to any other damages allowed by law.

REMIT TO:

 FRESH KIST PRODUCE, LLC.
 P.O. BOX 3617
 SALINAS, CA 93912
 (831) 757-0891

 THIS INVOICE REPRESENTS OUR UNDERSTANDING OF THE
 TRANSACTION AS ORIGINALLY CONSUMMATED. WIRE ANY
 CONTRACTUAL DISCREPANCIES UPON ITS RECEIPT. THEREAFTER,
 WE WILL ASSUME YOU CONSIDER IT CORRECT.

 << PLEASE MAKE CHECK PAYABLE TO
 FRESH KIST PRODUCE LLC.



PRODUCE, LLC.

R01 INVOICE NO. 149757 1
 FOB SALE
 INVOICE DATE 9/24/01
 SALES ORDER NO. 149757

P.O. BOX 3617
 SALINAS, CA 93912
 (831) 775-1000
 FAX: (831) 757-2357

SOLD TO: 010850 00-00 SHIPPED TO: METRO 0

METRO BROKERAGE & DIST., INC.
 2000 GERALD LANE
 ARLINGTON TX 76001

METRO BROKERAGE & DIST., INC.
 DALLAS TX

P.O. NUMBER	BROKER	DATE SHIPPED	DUE DATE
		9/24/01	10/04/01
SOLD BY	DESTINATION	SHIPPED VIA	TERMS
GARY MCCONKEY	DALLAS TX	FRANCIS	NET 10 DAYS

QTY	UOM	DESCRIPTION	LOADED PRICE	AMOUNT
-----	-----	-------------	--------------	--------

ALL SALES FOB NO GRADE CONTRACT WITH GOOD DELIVERY STANDARDS APPLYING EXCLUDING BRUISING AND/OR DISCOLORATION FOLLOWING BRUISING. IN ADDITION, ALSO EXCLUDED FROM THIS CONTRACT ARE ALL EFFECTS RELATED TO FREEZE DAMAGE.

2	200	CTN LETTUCE PLTZ / LINER 24 FK	7.7500	\$1,550.00
2	105	CTN ROMAINE LINER 24 FK	5.0000	\$525.00

305

INVOICE TOTAL \$2,075.00

<<< FULL PAYMENT PROMPTLY, ACCORDING TO USDA REGULATIONS >>>

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by section 5C of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C. 499(e)(c)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

In the event legal action is commenced to collect the sum due under this invoice, the prevailing party shall be entitled to recover from the other party its costs and a reasonable attorney's fee incurred thereby, in addition to any other damages allowed by law.

REMIT TO:

FRESH KIST PRODUCE, LLC.
 P.O. BOX 3617
 SALINAS, CA 93912
 (831) 757-0891

THIS INVOICE REPRESENTS OUR UNDERSTANDING OF THE TRANSACTION AS ORIGINALLY CONSUMMATED. WIRE ANY CONTRACTUAL DISCREPANCIES UPON ITS RECEIPT. THEREAFTER, WE WILL ASSUME YOU CONSIDER IT CORRECT.

<< PLEASE MAKE CHECK PAYABLE TO
 FRESH KIST PRODUCE LLC.



PRODUCE, LLC.

R01 INVOICE NO. 150112 1
 FOB SALE
 INVOICE DATE 9/29/01
 SALES ORDER NO. 150112

P.O. BOX 3617
 SALINAS, CA 9391
 (831) 775-1000
 FAX: (831) 757-235

SOLD TO: 010850 00-00 SHIPPED TO: METRO 0

METRO BROKERAGE & DIST., INC.
 2000 GERALD LANE
 ARLINGTON TX 76001

METRO BROKERAGE & DIST., INC.
 DALLAS TX

P.O. NUMBER	BROKER	DATE SHIPPED	DUE DATE
		9/29/01	10/09/01
SOLD BY	DESTINATION	SHIPPED VIA	TERMS
GARY MCCONKEY	DALLAS TX	ROSE CITY	NET 10 DAYS

QTY	UOM	DESCRIPTION	LOADED PRICE	AMOUNT
-----	-----	-------------	--------------	--------

ALL SALES FOB NO GRADE CONTRACT WITH GOOD DELIVERY
 STANDARDS APPLYING EXCLUDING BRUISING AND/OR DISCOLORATION
 FOLLOWING BRUISING. IN ADDITION, ALSO EXCLUDED FROM THIS
 CONTRACT ARE ALL EFFECTS RELATED TO FREEZE DAMAGE.

12	240 CTN	LETTUCE PLTZ / LINER 24 FK	4.8000	\$1,152.00
12	350 CTN	ROMAINE LINER 24 FK	4.5000	\$1,575.00
11	42 CTN	GREEN LEAF LINER 24 FK	4.5000	\$189.00

632

INVOICE TOTAL \$2,916.00

<<< FULL PAYMENT PROMPTLY, ACCORDING TO USDA REGULATIONS >>>

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5C of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C. 459(e)(2)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

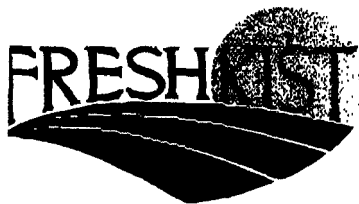
In the event legal action is commenced to collect the sum due under this invoice, the prevailing party shall be entitled to recover from the other party its costs and a reasonable attorney's fee incurred thereby, in addition to any other damages allowed by law.

REMIT TO:

FRESH KIST PRODUCE, LLC.
 P.O. BOX 3617
 SALINAS, CA 93912
 (831) 757-0891

THIS INVOICE REPRESENTS OUR UNDERSTANDING OF THE
 TRANSACTION AS ORIGINALLY CONSUMMATED. WIRE ANY
 CONTRACTUAL DISCREPANCIES UPON ITS RECEIPT. THEREAFTER,
 WE WILL ASSUME YOU CONSIDER IT CORRECT.

<< PLEASE MAKE CHECK PAYABLE TO
 FRESH KIST PRODUCE LLC.



PRODUCE, LLC.

R01 INVOICE NO. 150144 1
FOB SALE

INVOICE DATE 10/02/01

SALES ORDER NO. 150144

P.O. BOX 3617
SALINAS, CA 93912
(831) 775-1000
FAX: (831) 757-2357

SOLD TO: 010850 00-00

SHIPPED TO: METRO 0

METRO BROKERAGE & DIST., INC.
2000 GERALD LANE
ARLINGTON TX 76001

METRO BROKERAGE & DIST., INC.
DALLAS TX

P.O. NUMBER	BROKER	DATE SHIPPED	DUE DATE
		10/02/01	10/12/01
SOLD BY	DESTINATION	SHIPPED VIA	TERMS
GARY MCCONKEY	DALLAS TX	FRANCIS TRK.	NET 10 DAYS

QTY UOM DESCRIPTION

LOADED
PRICE

AMOUNT

ORIGINAL PHYTO WITH DRIVER
FAX PHYTO TO (805) 922-0225

ALL SALES FOB NO GRADE CONTRACT WITH GOOD DELIVERY
STANDARDS APPLYING EXCLUDING BRUISING AND/OR DISCOLORATION
FOLLOWING BRUISING. IN ADDITION, ALSO EXCLUDED FROM THIS
CONTRACT ARE ALL EFFECTS RELATED TO FREEZE DAMAGE.

12	140	CTN	LETTUCE FLATPACK 24 4 FRESH KIST	4.5000	\$630.00
12	80	CTN	LETTUCE PLTZ / LINER 24 FK	4.8000	\$384.00
12	56	CTN	CAULIFLOWER WRAP 12 BIRDS EYE	7.2500	\$406.00
11	175	CTN	ROMAINE LINER 24 FK	4.5000	\$787.50
11	84	CTN	GREEN LEAF LINER 24 FK	4.5000	\$378.00

535

INVOICE TOTAL \$2,585.50

<<< FULL PAYMENT PROMPTLY, ACCORDING TO USDA REGULATIONS >>>

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5C of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C. 499(e)(c)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

In the event legal action is commenced to collect the sum due under this invoice, the prevailing party shall be entitled to recover from the other party its costs and a reasonable attorney's fee incurred thereby, in addition to any other damages allowed by law.

REMIT TO:

FRESH KIST PRODUCE, LLC.
P.O. BOX 3617
SALINAS, CA 93912
(831) 757-0891

THIS INVOICE REPRESENTS OUR UNDERSTANDING OF THE TRANSACTION AS ORIGINALLY CONSUMMATED. WIRE ANY CONTRACTUAL DISCREPANCIES UPON ITS RECEIPT. THEREAFTER, WE WILL ASSUME YOU CONSIDER IT CORRECT.

<< PLEASE MAKE CHECK PAYABLE TO
FRESH KIST PRODUCE LLC.



PRODUCE, LLC.

R01 **INVOICE NO.** 150855 1
INVOICE DATE 10/04/01
SALES ORDER NO. 150855

P.O. BOX 3617
 SALINAS, CA 93912
 (831) 775-1000
 FAX: (831) 757-2357

SOLD TO: 010850 00-00

SHIPPED TO: METRO 0

METRO BROKERAGE & DIST., INC.
 2000 GERALD LANE
 ARLINGTON TX 76001

METRO BROKERAGE & DIST., INC.
 DALLAS TX

P.O. NUMBER	BROKER	DATE SHIPPED	DUE DATE
		10/04/01	10/14/01
SOLD BY	DESTINATION	SHIPPED VIA	TERMS
GARY MCCONKEY	DALLAS TX	ROSE CITY	NET 10 DAYS

QTY	UOM	DESCRIPTION	LOADED PRICE	AMOUNT
ALL SALES FOB NO GRADE CONTRACT WITH GOOD DELIVERY STANDARDS APPLYING EXCLUDING BRUISING AND/OR DISCOLORATION FOLLOWING BRUISING. IN ADDITION, ALSO EXCLUDED FROM THIS CONTRACT ARE ALL EFFECTS RELATED TO FREEZE DAMAGE.				
2	120	CTN LETTUCE PLTZ / LINER 24 FK	4.8000	\$576.00
1	336	CTN BROCCOLI CROWN 20# PSAL	9.0000	\$3,024.00
2	192	CTN CELERY 36 FK	3.5000	\$672.00
2	70	CTN ROMAINE LINER 24 FK	4.5000	\$315.00
1	84	CTN GREEN LEAF LINER 24 FK	4.5000	\$378.00

802

INVOICE TOTAL \$4,965.00

<<< FULL PAYMENT PROMPTLY, ACCORDING TO USDA REGULATIONS >>>

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5C of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C. 499(e)(2)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

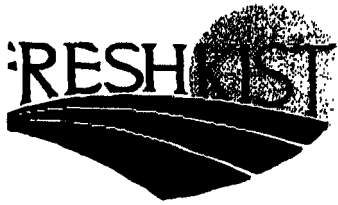
In the event legal action is commenced to collect the sum due under this invoice, the prevailing party shall be entitled to recover from the other party its costs and a reasonable attorney's fee incurred thereby, in addition to any other damages allowed by law.

REMIT TO:

FRESH KIST PRODUCE, LLC.
 P.O. BOX 3617
 SALINAS, CA 93912
 (831) 757-0891

THIS INVOICE REPRESENTS OUR UNDERSTANDING OF THE TRANSACTION AS ORIGINALLY CONSUMMATED. WIRE ANY CONTRACTUAL DISCREPANCIES UPON ITS RECEIPT. THEREAFTER, WE WILL ASSUME YOU CONSIDER IT CORRECT.

<< PLEASE MAKE CHECK PAYABLE TO
 FRESH KIST PRODUCE LLC.



PRODUCE, LLC.

R01 INVOICE NO. 150897 1
 FOB SALE
 INVOICE DATE 10/09/01
 SALES ORDER NO. 150897

P.O. BOX 3617
 SALINAS, CA 93912
 (831) 775-1000
 FAX: (831) 757-2357

SOLD TO: 010850 00-00

SHIPPED TO: METRO 0

METRO BROKERAGE & DIST., INC.
 2000 GERALD LANE
 ARLINGTON TX 76001

METRO BROKERAGE & DIST., INC.
 DALLAS TX

P.O.NUMBER	BROKER	DATE SHIPPED	DUE DATE
		10/09/01	10/19/01
SOLD BY	DESTINATION	SHIPPED VIA	TERMS
GARY MCCONKEY	DALLAS TX	FRANCIS TR	NET 10 DAYS

QTY	UOM	DESCRIPTION	LOADED PRICE	AMOUNT
ALL SALES FOB NO GRADE CONTRACT WITH GOOD DELIVERY STANDARDS APPLYING EXCLUDING BRUISING AND/OR DISCOLORATION FOLLOWING BRUISING. IN ADDITION, ALSO EXCLUDED FROM THIS CONTRACT ARE ALL EFFECTS RELATED TO FREEZE DAMAGE.				
28	CTN	CAULIFLOWER 12 FK	5.5000	\$154.00
96	CTN	CELERY 24 FK	5.0000	\$480.00
64	CTN	CELERY 36 FK	3.5000	\$224.00
105	CTN	ROMAINE LINER 24 FK	8.2500	\$866.25
42	CTN	GREEN LEAF LINER 24 FK	4.5000	\$189.00

335

INVOICE TOTAL \$1,913.25

<<< FULL PAYMENT PROMPTLY, ACCORDING TO USDA REGULATIONS >>>

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5C of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C. 499(a)(c)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

In the event legal action is commenced to collect the sum due under this invoice, the prevailing party shall be entitled to recover from the other party its costs and a reasonable attorney's fee incurred thereby, in addition to any other damages allowed by law.

REMIT TO:

FRESH KIST PRODUCE, LLC.
 P.O. BOX 3617
 SALINAS, CA 93912
 (831) 757-0891

THIS INVOICE REPRESENTS OUR UNDERSTANDING OF THE TRANSACTION AS ORIGINALLY CONSUMMATED. WIRE ANY CONTRACTUAL DISCREPANCIES UPON ITS RECEIPT. THEREAFTER, WE WILL ASSUME YOU CONSIDER IT CORRECT.

<< PLEASE MAKE CHECK PAYABLE TO
 FRESH KIST PRODUCE LLC.



PRODUCE, L.L.C.

 R01 INVOICE NO. 151338 1
 FOB SALE

INVOICE DATE 10/10/01

SALES ORDER NO. 151338

 P.O. BOX 3617
 SALINAS, CA 93912
 (831) 775-1000
 FAX: (831) 757-2357

SOLD TO: 010850 00-00

SHIPPED TO: METRO 0

 METRO BROKERAGE & DIST., INC.
 2000 GERALD LANE
 ARLINGTON TX 76001

 METRO BROKERAGE & DIST., INC.
 DALLAS TX

P.O. NUMBER	BROKER	DATE SHIPPED	DUE DATE
		10/10/01	10/20/01
SOLD BY	DESTINATION	SHIPPED VIA	TERMS
GARY MCCONKEY	DALLAS TX	ROSE CITY	NET 10 DAYS

QTY UOM DESCRIPTION

LOADED
PRICE

AMOUNT

ALL SALES FOB NO GRADE CONTRACT WITH GOOD DELIVERY
 STANDARDS APPLYING EXCLUDING BRUISING AND/OR DISCOLORATION
 FOLLOWING BRUISING. IN ADDITION, ALSO EXCLUDED FROM THIS
 CONTRACT ARE ALL EFFECTS RELATED TO FREEZE DAMAGE.

12 280 CTN ROMAINE LINER 24 FK 9.2500 \$2,590.00

280

INVOICE TOTAL \$2,590.00

<<< FULL PAYMENT PROMPTLY, ACCORDING TO USDA REGULATIONS >>>

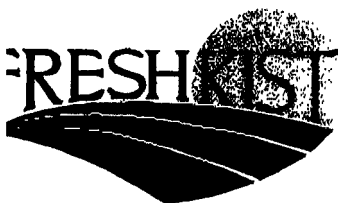
The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5C of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C. 499(a)(c)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

In the event legal action is commenced to collect the sum due under this invoice, the prevailing party shall be entitled to recover from the other party its costs and a reasonable attorney's fee incurred thereby, in addition to any other damages allowed by law.

REMIT TO:
 FRESH KIST PRODUCE, LLC.
 P.O. BOX 3617
 SALINAS, CA 93912
 (831) 757-0891

THIS INVOICE REPRESENTS OUR UNDERSTANDING OF THE
 TRANSACTION AS ORIGINALLY CONSUMMATED. WIRE ANY
 CONTRACTUAL DISCREPANCIES UPON ITS RECEIPT. THEREAFTER,
 WE WILL ASSUME YOU CONSIDER IT CORRECT.

 << PLEASE MAKE CHECK PAYABLE TO
 FRESH KIST PRODUCE LLC.



PRODUCE, LLC.

R01 INVOICE NO. 151339 1
 FOB SALE
 INVOICE DATE 10/13/01
 SALES ORDER NO. 151339

P.O. BOX 3617
 SALINAS, CA 93912
 (831) 775-1000
 FAX: (831) 757-2357

SOLD TO: 010850 00-00 SHIPPED TO: METRO 0

METRO BROKERAGE & DIST., INC.
 2000 GERALD LANE
 ARLINGTON TX 76001

METRO BROKERAGE & DIST., INC.
 DALLAS TX

P.O. NUMBER	BROKER	DATE SHIPPED	DUE DATE
		10/13/01	10/23/01
SOLD BY	DESTINATION	SHIPPED VIA	TERMS
GARY MCCONKEY	DALLAS TX	ROSE CITY	NET 10 DAYS

QTY UOM DESCRIPTION LOADED PRICE AMOUNT

ALL SALES FOB NO GRADE CONTRACT WITH GOOD DELIVERY
 STANDARDS APPLYING EXCLUDING BRUISING AND/OR DISCOLORATION
 FOLLOWING BRUISING. IN ADDITION, ALSO EXCLUDED FROM THIS
 CONTRACT ARE ALL EFFECTS RELATED TO FREEZE DAMAGE.

20	CTN	LETTUCE FLATPACK 24 4 FRESH KIST	5.2500	\$105.00
23	CTN	CAULIFLOWER 12 FK	5.5000	\$126.50
33	CTN	CAULIFLOWER WRAP 12 BIRDS EYE	7.0000	\$231.00
84	CTN	GREEN LEAF LINER 24 FK	4.5000	\$378.00

160

INVOICE TOTAL \$840.50

<<< FULL PAYMENT PROMPTLY, ACCORDING TO USDA REGULATIONS >>>

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by Section 5C of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C. 499(a)(c)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

In the event legal action is commenced to collect the sum due under this invoice, the prevailing party shall be entitled to recover from the other party its costs and a reasonable attorney's fee incurred thereby, in addition to any other damages allowed by law.

REMIT TO:

FRESH KIST PRODUCE, LLC.
 P.O. BOX 3617
 SALINAS, CA 93912
 (831) 757-0891

THIS INVOICE REPRESENTS OUR UNDERSTANDING OF THE
 TRANSACTION AS ORIGINALLY CONSUMMATED. WIRE ANY
 CONTRACTUAL DISCREPANCIES UPON ITS RECEIPT. THEREAFTER,
 WE WILL ASSUME YOU CONSIDER IT CORRECT.

<< PLEASE MAKE CHECK PAYABLE TO
 FRESH KIST PRODUCE LLC.



PRODUCE, LLC.

R01 INVOICE NO. 151914 1
 FOB SALE
 INVOICE DATE 10/18/01
 SALES ORDER NO. 151914

P.O. BOX 3617
 SALINAS, CA 93912
 (831) 775-1000
 FAX: (831) 757-2357

SOLD TO: 010850 00-00

SHIPPED TO: METRO 0

METRO BROKERAGE & DIST., INC.
 2000 GERALD LANE
 ARLINGTON TX 76001

METRO BROKERAGE & DIST., INC.
 DALLAS TX

P.O.NUMBER	BROKER	DATE SHIPPED	DUE DATE
		10/18/01	10/28/01
SOLD BY	DESTINATION	SHIPPED VIA	TERMS
GARY MCCONKEY	DALLAS TX	FRANSIS	NET 10 DAYS

QTY	UOM	DESCRIPTION	LOADED PRICE	AMOUNT
ALL SALES FOB NO GRADE CONTRACT WITH GOOD DELIVERY STANDARDS APPLYING EXCLUDING BRUISING AND/OR DISCOLORATION FOLLOWING BRUISING. IN ADDITION, ALSO EXCLUDED FROM THIS CONTRACT ARE ALL EFFECTS RELATED TO FREEZE DAMAGE.				
1	32	CTN CELERY 18 FK	4.0000	\$128.00
2	420	CTN ROMAINE LINER 24 FK	5.2500	\$2,205.00
1	84	CTN KALE 24 FK	5.0000	\$420.00

536

INVOICE TOTAL \$2,753.00

<<< FULL PAYMENT PROMPTLY, ACCORDING TO USDA REGULATIONS >>>

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by section 5C of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C. 499(a)(c)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

In the event legal action is commenced to collect the sum due under this invoice, the prevailing party shall be entitled to recover from the other party its costs and a reasonable attorney's fee incurred thereby, in addition to any other damages allowed by law.

REMIT TO:

FRESH KIST PRODUCE, LLC.
 P.O. BOX 3617
 SALINAS, CA 93912
 (831) 757-0891

THIS INVOICE REPRESENTS OUR UNDERSTANDING OF THE TRANSACTION AS ORIGINALLY CONSUMMATED. WIRE ANY CONTRACTUAL DISCREPANCIES UPON ITS RECEIPT. THEREAFTER, WE WILL ASSUME YOU CONSIDER IT CORRECT.

<< PLEASE MAKE CHECK PAYABLE TO
 FRESH KIST PRODUCE LLC.